

25233-B  
FILED

OCT 04 '04 10:35 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 30, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation  
2 Summit Park Drive  
Suite 300  
Cleveland, Ohio 44131

Lessee: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

Mr. Vernon A. Williams  
September 30, 2004  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

25 covered hopper railcars: AEX 5253 – AEX 5277.

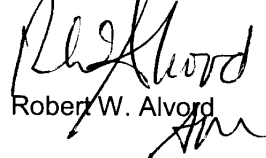
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

  
Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 25233-03 FILED

## MEMORANDUM OF LEASE

OCT 04 '04 10-35 AM

(Equipment Schedule No. 015)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of September 30, 2004, by and between ICX Corporation, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and The Andersons, Inc., an Ohio corporation having its principal place of business at 480 West Dussel Drive, Maumee, OH 43537 ("Lessee").

1. Lessor is the owner of twenty-five (25) 5250-5270 cf 263-315M GWR Tough Hatch Gravity Gate Covered Hoppers bearing identification numbers, (collectively, the "Railcars"): See Attached Exhibit A

2. Lessor and Lessee have entered into a Lease Agreement of even date herewith pursuant to which Lessor will lease the Railcars to Lessee for an initial term of 29 months commencing as of such date.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged  
in the presence of:

Alfred A. Gumi  
Michelle Amegs

ICX CORPORATION, Lessor

By Dennis J. Diemer  
Name Dennis J. Diemer  
Title Vice President

Signed and acknowledged

Alvin Stokes  
Elizabeth J. Hall

THE ANDERSONS, INC., Lessee

By Richard R. George  
Name Richard R. George  
Title Vice President and Controller

State of Ohio            )  
                                  ) ss:  
County of Lucas        )

BEFORE ME, a Notary Public in and for said County and State, personally appeared The  
Andersons, Inc., an Ohio corporation (the "Corporation"), by Richard R. George  
its Vice President and Controller who acknowledged that he signed the foregoing  
Memorandum of Lease and that the same is his free act and deed, individually and as an officer  
of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at  
Maumee, Ohio, this 29<sup>th</sup> day of September, 2004.

Elizabeth J. Hall  
Notary Public

ELIZABETH J. HALL  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has no Expiration Date  
Certified 107.00 G.A.B.

State of Ohio            )  
                              ) ss:  
County of Cuyahoga    )

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 1st day of OCTOBER, 2004.

Debra A. Grim  
Notary Public

**DEBRA A. GRIM**  
NOTARY PUBLIC • STATE OF OHIO  
My commission expires Dec. 3, 2006

EXHIBIT A

25-5250-5270 cf. 263-315M GWR Tough Hatch Gravity Gate Covered  
Hoppers

AAR MARKINGS:

AEX5253, AEX5254, AEX5255, AEX5256, AEX5257, AEX5258, AEX5259,  
AEX5260, AEX5261, AEX5262, AEX5263, AEX5264, AEX5265, AEX5266,  
AEX5267, AEX5268, AEX5269, AEX5270, AEX5271, AEX5272, AEX5273,  
AEX5274, AEX5275, AEX5276, AEX5277

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 30, 2004

Edward M. Luria

Edward M. Luria